



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

RECORDATION NO. 23926-A FILED

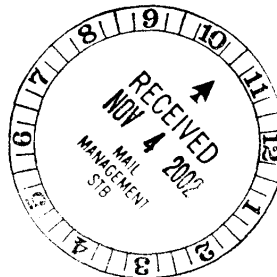
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VIA UPS 2nd DAY AIR

SURFACE TRANSPORTATION BOARD

November 1, 2002

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 11, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23926.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Perdue Farms Inc.
6906 Zion Church Road
GNO Building
Salisbury, MD 21804

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4750 cubic foot capacity covered hopper cars, with FURX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(PF1005)

RECORDATION NO. 23926-A FILED

ASSGN. NO.: PFI005

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24 day of September, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Perdue Farms, Inc. ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 3, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 16, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: A. Carone

Name: Amy CARONE

Title: Mgr of Documentation

Executed on this 24th day of September, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of September, 2002

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

PERDUE FARMS, INC.

ATTEST:

By: Sharon G. Clark

Name: Sharon G. Clark
- VP Commodities & Traffic

Title: G&O Division

By: Tammi Bender

Name: Tammi Bender

Title: Clerk

Executed on this 11th day of September, 2002.

[CORPORATE SEAL]

STATE OF MARYLAND

COUNTY OF WICOMICO

I, MARY C. K. MAYNARD, a Notary Public of the County and State aforesaid, certify that SHARON G. CLARK personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of SEPTEMBER, 2002.

Mary C. K. Maynard
Notary Public

Commission Expires:

7-1-2005

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4750 cu.ft. covered hopper cars, loading to 263,000 lbs.

CAR NUMBERS:

FURX 463206	FURX 824310	FURX 826939	FURX 829462	FURX 839332
FURX 820774	FURX 824349	FURX 826965	FURX 829841	FURX 839335
FURX 820778	FURX 824380	FURX 827024	FURX 829851	FURX 839336
FURX 820782	FURX 824556	FURX 827041	FURX 829877	FURX 839339
FURX 820793	FURX 824592	FURX 827057	FURX 830048	FURX 839345
FURX 820824	FURX 824677	FURX 827078	FURX 830238	FURX 839346
FURX 821423	FURX 824706	FURX 827429	FURX 830336	FURX 839347
FURX 821454	FURX 824711	FURX 827432	FURX 830489	FURX 839349
FURX 821570	FURX 826241	FURX 827434	FURX 832067	FURX 839351
FURX 822229	FURX 826254	FURX 827435	FURX 832094	FURX 839355
FURX 822431	FURX 826797	FURX 827590	FURX 832106	FURX 839364
FURX 822465	FURX 826808	FURX 827727	FURX 832146	FURX 839367
FURX 823088	FURX 826826	FURX 827979	FURX 833053	FURX 839373
FURX 823102	FURX 826830	FURX 828297	FURX 833301	FURX 839374
FURX 823160	FURX 826871	FURX 828763	FURX 833314	NDYX 475068
FURX 823342	FURX 826882	FURX 828801	FURX 833315	NDYX 475112
FURX 823941	FURX 826906	FURX 828803	FURX 833316	NDYX 475116
FURX 824121	FURX 826919	FURX 828854	FURX 833319	NDYX 475118
FURX 824159	FURX 826932	FURX 828942	FURX 833322	NDYX 475127
FURX 824309	FURX 826933	FURX 829455	FURX 839331	NDYX 475183

Count: 100